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OF COUNSEL
URBAN A. LESTER

JUN 6 '03

11:31 AM

24249-E
FILED
SURFACE TRANSPORTATION BOARD

June 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Assignment of Lease, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 24249-A and the Memorandum of Lease which is being filed with the Board under Recordation Number 24249-C.

The name and address of the party to the enclosed document are:

Assignor: Trinity Rail Leasing Trust II (as assignee of
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
June 5, 2003
Page 2

A description of the railroad equipment covered by the enclosed document is:

60 railcars: TILX 635317 – TILX 635376.

A short summary of the document to appear in the index is:

Assignment of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

24249-E FILED

JUN 06 '03

11-31 AM

Assignment of Lease

SURFACE TRANSPORTATION BOARD

FOR VALUE RECEIVED, Trinity Rail Leasing Trust II ("Assignor") hereby assigns to The CIT Group/Equipment Financing, Inc. ("Assignee"), all its right, title and interest, as lessor, under the agreements and documents identified on Schedule 2 attached hereto (the "Lease") to the extent that the Lease relates to the railcars described on Schedule 1 attached hereto (the "Railcars"). Assignee hereby accepts the foregoing assignment and assumes the obligations of the lessor under the Lease arising from and after this date, to the extent the Lease relates to the Railcars.

In furtherance of the within assignment, Assignor hereby constitutes and appoints Assignee, and its successors and assigns, the true and lawful attorneys of Assignor, with full power of substitution, in the name of Assignor but on behalf of and for the benefit of and at the expense of Assignee, to collect for the account of Assignee all items sold, transferred or assigned to Assignee pursuant hereto; to institute and prosecute, in the name of Assignor or otherwise, but at the expense of Assignee all proceedings that Assignee may deem proper in order to collect, assert or enforce any claim, right or title of any kind in or to the items sold, transferred or assigned; to defend and compromise at the expense of Assignee any and all actions, suits or proceedings as to all such acts and things in relation thereto at the expense of Assignee as Assignee shall deem advisable. Assignor hereby acknowledges that this appointment is coupled with an interest and is irrevocable by Assignor in any manner or for any reason.

This document may be recorded by Assignee with the Surface Transportation Board and the Office of the Registrar General of Canada in accordance with their respective applicable law and regulations.

[Signature page follows]

5th IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the
day of June, 2003.

SELLER:

TRINITY RAIL LEASING TRUST II

By: 

Eric Marchetto
Vice President

BUYER:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: _____

Stephen Z. Serepca
Senior Vice President

5th IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the
day of June, 2003.

SELLER:

TRINITY RAIL LEASING TRUST II

By: _____

Eric Marchetto
Vice President

BUYER:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: _____


Stephen Z. Serepca
Senior Vice President

(Glacial Lakes Assignment of Lease)

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 5th day of June, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of Trinity Rail Leasing Trust II, and that the foregoing Assignment of Lease was signed on behalf of said statutory trust by authority of its Board of Managing Trustees. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said statutory trust.



[Notarial Seal]

Brandie Howard
Notary Public

My commission expires.

12-28-05

STATE OF NEW YORK §
 § SS:
COUNTY OF NEW YORK §

On this ____ day of June, 2003, before me personally appeared Stephen Z. Serepca, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires.

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

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Notary Public

[Notarial Seal]

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Notary Public

[Notarial Seal]

My commission expires.

BARBARA GARNER
~~Notary Public, State of New York~~
No. 01GAS065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

(Glacial Lakes Assignment of Lease)

Schedule 1
The Railcars

6,351 of Covered Quadruple Hopper Cars
equipped with trough hatches and gravity discharge gates

Glacial Lakes Energy, LLC			
<u>Car Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Date Built</u>
1	TILX	635317	Sep-02
2	TILX	635318	Sep-02
3	TILX	635319	Sep-02
4	TILX	635320	Sep-02
5	TILX	635321	Sep-02
6	TILX	635322	Sep-02
7	TILX	635323	Sep-02
8	TILX	635324	Sep-02
9	TILX	635325	Sep-02
10	TILX	635326	Sep-02
11	TILX	635327	Sep-02
12	TILX	635328	Sep-02
13	TILX	635329	Sep-02
14	TILX	635330	Sep-02
15	TILX	635331	Sep-02
16	TILX	635332	Sep-02
17	TILX	635333	Sep-02
18	TILX	635334	Sep-02
19	TILX	635335	Sep-02
20	TILX	635336	Sep-02
21	TILX	635337	Sep-02
22	TILX	635338	Sep-02
23	TILX	635339	Sep-02
24	TILX	635340	Sep-02
25	TILX	635341	Sep-02
26	TILX	635342	Sep-02
27	TILX	635343	Sep-02
28	TILX	635344	Sep-02
29	TILX	635345	Sep-02
30	TILX	635346	Sep-02
31	TILX	635347	Oct-02
32	TILX	635348	Oct-02
33	TILX	635349	Oct-02
34	TILX	635350	Oct-02
35	TILX	635351	Oct-02
36	TILX	635352	Oct-02
37	TILX	635353	Oct-02
38	TILX	635354	Oct-02
39	TILX	635355	Oct-02
40	TILX	635356	Oct-02
41	TILX	635357	Oct-02

Schedule 1

The Railcars

6,351 of Covered Quadruple Hopper Cars
equipped with trough hatches and gravity discharge gates

Glacial Lakes Energy, LLC

<u>Car Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Date Built</u>
42	TILX	635358	Oct-02
43	TILX	635359	Oct-02
44	TILX	635360	Oct-02
45	TILX	635361	Oct-02
46	TILX	635362	Oct-02
47	TILX	635363	Oct-02
48	TILX	635364	Oct-02
49	TILX	635365	Oct-02
50	TILX	635366	Oct-02
51	TILX	635367	Oct-02
52	TILX	635368	Oct-02
53	TILX	635369	Oct-02
54	TILX	635370	Oct-02
55	TILX	635371	Nov-02
56	TILX	635372	Nov-02
57	TILX	635373	Nov-02
58	TILX	635374	Nov-02
59	TILX	635375	Nov-02
60	TILX	635376	Nov-02

Schedule 2

The Leases

Lessee	Glacial Lakes Energy L.L.C.
Documents Comprising Lease	Railroad Car Lease Agreement dated May 6, 2002 Rider No. 1 dated May 6, 2002
Railcars subject to Lease	Sixty (60) 6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates TILX 635317-635376

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/5/03



Robert W. Alvord